

08/29/14  
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STEPHEN C. SULLIVAN, P.L.

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Division of Corporations

p:01

# Florida Department of State

Division of Corporations

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## MERGER OR SHARE EXCHANGE

MediVu, Inc.

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF MERGER**

(Profit Corporations)

AUG 29 AM 9:30  
TAMPA, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MediVu, Inc.	Delaware	

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MediVu, Inc.	Florida	P08000098845

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on August 18, 2014 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 18, 2014.


The Plan of Merger was adopted by the board of directors of the merging corporation(s) on August 18, 2014 and shareholder approval was not required.

(Attach additional sheets if necessary)

(((H14000203710 3)))

**Seventh: SIGNATURES FOR EACH CORPORATION**Name of CorporationSignature of an Officer or  
DirectorTyped or Printed Name of Individual & Title

MediVu, Inc. (Florida)



President/Director

MediVu, Inc. (Delaware)



President/Director

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("this Agreement") is made and entered into to be effective as of the latest date of execution hereof by either party hereto ("the Effective Date"), by and between MEDIVU, INC. (sometimes hereinafter referred to as "surviving corporation"), a Delaware corporation, and MEDIVU, INC. (sometimes hereinafter referred to as "absorbed corporation"), a Florida corporation.

### STIPULATIONS

- A. MEDIVU, INC. (of Florida) is a corporation organized and existing under the laws of the State of Florida with its principal office at 507 N. John Rodes Blvd., Melbourne, FL 32934.
- B. MEDIVU, INC. (of Florida) has a capitalization of 4,000,000 authorized shares of no par value common stock of which 1,216,086 shares are issued and outstanding.
- C. MEDIVU, INC. (of Delaware) is a corporation organized under the laws of the State of Delaware with its principal office at 507 N. John Rodes Blvd., Melbourne, FL 32934.
- D. MEDIVU, INC. (of Delaware) will have a capitalization of 4,000,000 authorized shares of \$.001 par value common stock of which 1,216,086 shares will be issued and outstanding.
- E. The shareholders and the members of the Board of Directors for the absorbed corporation and the Board of Directors of the surviving corporation deem it desirable and in the best interests of said corporations and such shareholders that MEDIVU, INC. (of Florida) be merged into MEDIVU, INC. (of Delaware), in order that the transaction qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the absorbed corporation and the surviving corporation hereby agree as follows:

1. **MERGER**

MEDIVU, INC. (of Florida) shall merge with and into MEDIVU, INC. (of Delaware), which shall be the surviving corporation.

2. **TERMS AND CONDITIONS**

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. **CONVERSION OF SHARES**

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation shall be as follows:

- a. Each share of common stock of the absorbed corporation issued and outstanding on the effective date of the merger shall be converted into one (1) share of the common stock of the surviving corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.
- b. Within seven (7) business days after the effective date of the merger, each holder of certificates of shares of capital stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such certificates, the surviving corporation shall issue and exchange therefor, certificates or shares of capital stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled, as provided for above.
- c. The holder of certificates of capital stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such

shareholder. Thereafter, said shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to such shareholder hereunder, which may have been declared and paid between the effective date of the merger and the issuance to said shareholder of the certificate for such shareholder's shares of capital stock in the surviving corporation.

4. **CHANGES IN ARTICLES OF INCORPORATION**

The Articles of Incorporation of the surviving corporation, namely MEDIVU, INC. (of Delaware), shall continue to be its Articles of Incorporation following the effective date of the merger.

5. **CHANGES IN BYLAWS**

The Bylaws of the surviving corporation, namely MEDIVU, INC. (of Delaware), shall continue to be its Bylaws following the effective date of the merger.

6. **DIRECTORS AND OFFICERS**

The directors and officers of the surviving corporation, namely MEDIVU, INC. (of Delaware), as of the effective date of the merger, shall continue to be the directors and officers of the surviving corporation for the full, unexpired term of their respective offices and until their successors have been duly elected or duly appointed and qualified.

7. **PROHIBITED TRANSACTIONS**

Neither the absorbed corporation nor the surviving corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.


8. **APPROVAL BY SHAREHOLDERS**

This Agreement shall reflect the approval of the shareholders of the absorbed corporation and the surviving corporation, upon the execution of this Agreement by such shareholders.

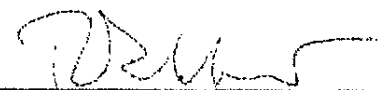
9. **EFFECTIVE DATE OF THE MERGER**

The effective date of the merger shall be immediately upon the filing of the Articles of Merger (a copy of which is attached hereto as Exhibit 1) with the Division of Corporations of the State of Florida.


IN WITNESS WHEREOF, this Agreement has been executed on behalf of the parties, by their respective Presidents, and attested to by their respective Secretaries, pursuant to the authorization of their respective Boards of Directors and a majority in interest of their shareholders, to be effective for all purposes as of the Effective Date.

  
Glenn Palmiere, as its Secretary

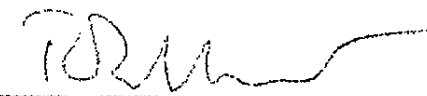
MEDIVU, INC. (of Florida)

By:   
Robert Baldwin, as its President

Date: Aug. 19, 2014

  
Glenn Palmiere, as its Secretary

MEDIVU, INC. (of Delaware)

By:   
Robert Baldwin, as its President

Date: Aug. 19, 2014